

**Before the
Federal Communications Commission
Washington, D.C. 20554**

In the Matter of)	
)	
Applications of T-Mobile US, Inc., and)	WT Docket 18-197
Sprint Corporation)	
)	
For Consent To Transfer Control of Licenses and)	
Authorizations)	
)	
Applications of American H Block Wireless)	ULS File Nos. 0008741236, 0008741420,
L.L.C., DBSD Corporation, Gamma Acquisition)	0008741603, and 0008741789 et al.
L.L.C., and Manifest Wireless L.L.C. for Extension of)	
Time)	
)	
ParkerB.com Wireless L.L.C.)	Lead Call Sign WQZM232

**ORDER OF MODIFICATION
AND EXTENSION OF TIME TO CONSTRUCT**

Adopted: September 11, 2020

Released: September 11, 2020

By the Chief, Wireless Telecommunications Bureau:

I. INTRODUCTION

1. By this *Order of Modification and Extension of Time to Construct (Order)*, we modify the Wireless Radio Service licenses of American H Block Wireless L.L.C. (American-H) (176 AWS H Block licenses in the 1915–1920 MHz and 1995–2000 MHz Band), DBSD Corporation (DBSD) (176 AWS-4 licenses in the 2010–2020 MHz and 2190–2200 MHz Band), Gamma Acquisition L.L.C. (Gamma) (176 AWS-4 licenses in the 2000–2010 MHz and 2180–2190 MHz Band), Manifest Wireless L.L.C. (Manifest) (168 licenses in the Lower 700 MHz E Block Band), and ParkerB.com Wireless L.L.C. (ParkerB) (486 licenses in blocks of the 600 MHz Band).¹ We also conditionally waive the applicable Commission rules and extend the deadlines, as requested by American-H, DBSD, Gamma, and Manifest, to meet their respective construction requirements with respect to their licenses described above.² We take these actions pursuant to the Commission’s decision in the T-Mobile/Sprint proceeding as it relates

¹ See 47 U.S.C. § 316(a). Each of these licensees is an indirect, wholly owned subsidiary of DISH Network Corporation (DISH). Herein, we generally refer to these entities collectively as DISH for convenience.

² See ULS File Nos. 0008741236-0008741411 (filed by American-H on July 26, 2019); ULS File Nos. 0008741420-0008741595 (filed by DBSD on July 26, 2019); ULS File Nos. 0008741603-0008741778 (filed by Gamma on July 26, 2019); and ULS File Nos. 0008741789-0008741956 (filed by Manifest on July 26, 2019). The construction requirements are set forth in 47 CFR § 27.14(g) (Lower 700 MHz E), (q) (AWS-4), and (r) (AWS H Block).

to the DISH licenses in these bands.³

II. BACKGROUND

2. On June 18, 2018, T-Mobile and Sprint filed applications seeking Commission consent to T-Mobile's acquisition of Sprint's FCC authorizations as part of their merger agreement.⁴ On May 20, 2019, T-Mobile and Sprint filed with the Commission a series of commitments, including the divestiture of Boost Mobile, to resolve concerns raised in the record regarding potential public interest harms associated with the proposed transaction.⁵ Subsequently, on July 26, 2019, it was announced that DISH had agreed to acquire Boost as part of a broader agreement with T-Mobile and Sprint under a settlement with the U.S. Department of Justice (DOJ). The Commission noted that as part of that arrangement to divest Boost, T-Mobile must also provide DISH with robust access to the T-Mobile network for a period of seven years while DISH builds out its own 5G network.⁶

3. That same day, DISH filed applications seeking more time to satisfy the construction requirements for its AWS-4, Lower 700 MHz E Block, and AWS H Block licenses. With those requests, DISH made a number of commitments related to deploying a 5G Broadband Service on an "aggressive schedule" with "strong verification measures" to enforce its commitments, including periodic status reports, and potential penalties that would entail significant financial payments to the U.S. Treasury and automatic license terminations if it failed to satisfy certain of those commitments.⁷ The commitments also included an accelerated schedule for meeting the Commission's final construction requirements for its 600 MHz licenses.⁸ DISH also requested modifications of the expiration dates for the AWS-4, Lower 700 MHz E Block, and AWS H Block licenses, as well as modification of the buildout deadlines for the 600 MHz licenses. In addition, DISH agreed to certain restrictions on its right to use all of these licenses under the Commission's flexible-use policies as well as certain restrictions on its ability to sell or lease its

³ See *Applications of T-Mobile US, Inc., and Sprint Corporation, For Consent To Transfer Control of Licenses and Authorizations*, WT Docket No. 18-197, *Applications of American H Block Wireless L.L.C., DBSD Corporation, Gamma Acquisition L.L.C., and Manifest Wireless L.L.C. for Extension of Time*, ULS File Nos. 0008741236, 0008741420, 0008741603, and 0008741789 et al., WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, 34 FCC Rcd 10578 (2019) (*T-Mobile/Sprint-DISH Order*). See also *id.* Appx. H, 34 FCC Rcd at 10829–41 (Letter from Jeffrey H. Blum, Senior Vice President, Public Policy and Government Affairs, DISH, to Donald Stockdale, Chief, Wireless Telecommunications Bureau (July 26, 2019) (DISH July 26, 2019 Commitments Letter), which includes a detailed attachment (Attach. A) titled "DISH Network 5G Buildout Commitments and Related Penalties.").

⁴ See generally 47 U.S.C. §§ 214, 310(d).

⁵ See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10661, para. 190 (citing Letter from Nancy Victory, Counsel to T-Mobile, and Regina Keeney, Counsel to Sprint, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 18-197 (filed May 20, 2019) (proposing to divest the Boost Mobile business and sell it to a "serious and credible buyer" that "has, or has access to, the financial resources to acquire, maintain, and expand the Divested Business" and is unrelated to either Sprint or T-Mobile)).

⁶ See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10663, para. 194 (quoting DOJ, Office of Public Affairs, Justice Department Settles with T-Mobile and Sprint in Their Proposed Merger by Requiring a Package of Divestitures to Dish (July 26, 2019), <https://www.justice.gov/opa/pr/justice-department-settles-t-mobile-and-sprint-their-proposed-merger-requiring-package>); Letter from Jeffrey H. Blum, Senior Vice President, Public Policy and Government Affairs, DISH, to Marlene H. Dortch, Secretary, FCC, WT Docket No. 18-197, at 1-2 (filed July 30, 2019).

⁷ See DISH July 26, 2019 Commitments Letter and Attach. A. "'5G Broadband Service' means at least 3GPP Release 15 capable of providing Enhanced Mobile Broadband (eMBB) functionality." *Id.*, Attach. A at 7. "'5G' is defined as the 5G New Radio interface standard as described in 3GPP Release 15, available at <https://www.3gpp.org/release-15>, or 3GPP Release 16 within 3 years of 3GPP final approval." *Id.*

⁸ See DISH July 26, 2019 Commitments Letter at 3–4, Attach. A at 1.

600 MHz and AWS-4 licenses or network capacity.⁹

4. DISH contended that its role as the acquirer of Boost Mobile and other Sprint prepaid assets to be divested as part of DOJ's proposed settlement would facilitate and expedite its entry into the mobile wireless market.¹⁰ On August 7, 2019, the Wireless Telecommunications Bureau (WTB or Bureau) consolidated the proceedings on DISH's applications with the docket of the T-Mobile/Sprint transaction.¹¹

5. On October 16, 2019, the Commission adopted the *T-Mobile/Sprint-DISH Order*, which granted consent to the captioned transfer of control applications and proposed to modify DISH's AWS-4, Lower 700 MHz E Block, and AWS H Block licenses to extend and align their license terms, and also to adjust the final and interim construction deadlines for DISH's 600 MHz licenses.¹² Noting DISH's statement that it would not protest the proposed license modifications necessary to effectuate its requests and commitments, and pursuant to section 316 of the Act and section 1.87 of the Commission's rules, the Commission proposed to modify DISH's licenses by: accelerating the construction deadline for DISH's 600 MHz licenses until June 14, 2025, while removing the interim construction deadline; and extending the terms of DISH's AWS-4, AWS H Block, and Lower 700 MHz E Block licenses until June 14, 2023.¹³ The Commission also directed WTB, in accordance with the procedures in section 316, to make a final public interest determination after considering any protests filed within 30 days by any other permittee or licensee that believed its permit or license would be modified by the proposed modifications of DISH's licenses.¹⁴

6. In addition, the Commission found that, "contingent and effective upon consummation of the divestitures contemplated by the *DOJ Proposed Final Judgment*," it would be in the public interest to grant the additional time to construct DISH's AWS-4, Lower 700 MHz E Block, and AWS H Block facilities "pursuant to [the waiver provision in section 1.925(b)(3)(ii)] of our Rules, with significant conditions to ensure that DISH fulfills its commitments."¹⁵ The Commission concluded that the factual circumstances surrounding DISH's contemplated acquisition of divestiture assets associated with the proposed merger of T-Mobile and Sprint were unique and demonstrated that denial of a waiver of the

⁹ See *id.* at 3–4, Attach. A at 1, 3.

¹⁰ See DISH July 26, 2019 Commitments Letter at 2; *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10744–45, para. 381 (noting that the DOJ Proposed Final Judgment, to which DISH was joined as a defendant, requires DISH to comply with its commitments to the Commission, and provides for appointment of a monitoring trustee, thereby placing DISH under the scrutiny of an independent monitor and subject to the contempt powers of the federal courts).

¹¹ See *Wireless Telecommunications Bureau Consolidates Proceedings on DISH Applications for Extensions of Time to Construct Facilities with Docket of T-Mobile - Sprint Transaction*, Public Notice, 34 FCC Rcd 7019 (2019) (*Consolidation PN*).

¹² See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10742, para. 375.

¹³ See *id.* at 10742, para. 375, n.1307 (citing DISH July 26, 2019 Commitments Letter at 2 & n.2 ("DISH recognizes that some of the terms of Attachment A may require modifications under 47 U.S.C. § 316. If the requested extensions are granted, DISH will not protest the modifications that the Commission makes to its licenses in order to effectuate the terms of Attachment A.")).

¹⁴ *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10739, para. 365. See also *id.* at 10745, para. 382.

¹⁵ *Id.* at 10741–42, para. 372.

buildout rules would be contrary to the public interest.¹⁶ The Commission recognized that the significant public interest benefits promised by DISH will occur only if DISH meets its commitments. Therefore, the Commission determined that it “should impose as conditions of approval of DISH’s request to extend the construction deadlines. . . , all of the restrictions and commitments made by DISH.”¹⁷

7. The Commission did not grant the waiver/extension of the buildout deadlines or modify the licenses in the *T-Mobile/Sprint-DISH Order* because it could not conclude with confidence that without the acquisition of the prepaid wireless assets and full MVNO agreement from T-Mobile and Sprint, DISH would be able to meet the deadlines to which it committed.¹⁸ Moreover, as noted above, the license modification statutory and regulatory framework require a 30-day protest period prior to a license being modified. The Commission also stated its expectation that, “[s]hould the proposed transaction between T-Mobile and Sprint not occur, . . . WTB would deny the pending DISH requests for extension . . . and decide not to modify” the DISH licenses as proposed.¹⁹ For these reasons, the Commission therefore directed WTB, “upon DISH’s consummation of its agreements with [T-Mobile and Sprint],” to extend the construction dates for the DISH AWS-4, Lower 700 MHz E Block, and AWS H Block licenses consistent with the Commission’s conclusions in the *T-Mobile/Sprint-DISH Order*, and to modify the DISH 600 MHz, AWS-4, Lower 700 MHz E Block, and AWS H Block licenses consistent with the Commission’s proposed license modifications and the requirements of section 316 of the Act and section 1.87 of its rules.²⁰ In addition, the Commission directed WTB to add a special condition to the DISH 600 MHz, AWS-4, Lower 700 MHz E Block, and AWS H Block licenses to obligate DISH to provide 5G Broadband Service over such licenses.²¹

8. On April 1, 2020, the U.S. District Court for the District of Columbia entered the proposed Final Judgment,²² and on April 14, 2020, T-Mobile notified the Commission that it had

¹⁶ *Id.* at 10741–42, paras. 372–73 (“the Commission may grant a request for waiver on the basis that ‘[i]n view of unique or unusual factual circumstances of the instant case, application of the rule(s) would be inequitable, unduly burdensome or contrary to the public interest, or the applicant has no reasonable alternative’.” (quoting 47 CFR § 1.925(b)(3)(ii))).

¹⁷ *Id.* at 10743, para. 377 (citing “sections II through VII of Attachment A of the [DISH July 26, 2019 Commitments Letter], with the definitions contained in section IX of that Attachment.”). *See also id.* para. 378 (“[i]n particular, DISH committed, and we will impose as conditions to our grant, to make significant payments to the U.S. Treasury if it does not meet its commitments. As discussed above, regarding the conditions placed on our approval of the T-Mobile/Sprint applications, although DISH described these payments as ‘voluntary contributions,’ because we are imposing these commitments as conditions to our approval and on DISH’s licenses, they are binding on DISH. If DISH fails to meet the conditions of our approval, it *must* make the payments required.”).

¹⁸ *Id.* at 10745, para. 382. The Commission did, however, toll the March 2020 construction deadlines for DISH’s AWS-4 and Lower 700 MHz E Block licenses and the March 2020 expiration date of its Lower 700 MHz E Block licenses until such time as T-Mobile and Sprint could consummate (or announce a decision to forego) their transaction. *See id.* at 10745, para. 383.

¹⁹ *See id.* at 10745, para. 383.

²⁰ *Id.* at 10739, 10745, paras. 365, 382.

²¹ *Id.* at 10745, para. 382.

²² *See United States v. Deutsche Telekom AG*; Final Judgment, 2020 WL 2481785 (D.D.C., Apr. 1, 2020), Memorandum Opinion, 2020 WL 1873555 (Apr. 14, 2020, D.D.C.). *See also New York v. Deutsche Telekom AG*, Decision and Order, 2020 WL 635499 (Feb. 11, 2020 S.D.N.Y.) (denying a request from state Attorneys General to block T-Mobile’s proposed acquisition of Sprint).

consummated the above-captioned transaction on April 1, 2020.²³ On July 1, 2020, DISH announced its acquisition of Boost Mobile.²⁴

III. DISCUSSION

9. In light of the facts discussed above, the Bureau, as directed by the Commission, must now “make a final public interest determination . . . in accordance with the procedures in section 316” concerning the proposed license modifications.²⁵ This determination is limited to issues raised by DISH or other licensees or permittees with respect to the proposed order of modification of licenses (i.e., the expiration dates for the AWS-4, AWS H Block, and Lower 700 MHz E Block licenses, and acceleration of the 600 MHz license buildout deadlines). There were comments ostensibly opining on the related waiver/extensions of the buildout deadlines for the DISH AWS-4, AWS H Block, and Lower 700 MHz E Block licenses, which we address below.

10. More specifically, the Rural Wireless Association (RWA) and the Communications Workers of America (CWA) each timely filed a protest in response to the section 316 license modifications proposed in the *T-Mobile/Sprint-DISH Order*.²⁶ We dismiss both pleadings as defective under section 316 of the Act and the Commission’s rules.²⁷ Section 316 of the Act permits any licensee or permittee to protest a proposed modification if the licensee or permittee “believes its license or permit

²³ See Letter from Nancy Victory, Attorney for T-Mobile US, Inc., to Marlene H. Dortch, Secretary, FCC (filed Apr. 14, 2020).

²⁴ See, e.g., *DISH enters retail wireless market with close of Boost Mobile, advances build of the nation's first standalone 5G network*, News Release, available at <http://about.dish.com/2020-07-01-DISH-enters-retail-wireless-market-with-close-of-Boost-Mobile-advances-build-of-the-nations-first-standalone-5G-network>.

²⁵ *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10739, 10745, paras. 365, 382.

²⁶ See Rural Wireless Association, Inc. Protest of Order of Proposed Modification (filed Dec. 5, 2019) (RWA Protest); Letter from Debbie Goldman, Telecom. Policy and Research Director, Communications Workers of America, to Donald Stockdale, Chief, Wireless Telecommunications Bureau at 1 (filed Dec. 5, 2019) (CWA Protest) (urging Bureau to deny DISH’s requests as inconsistent with the public interest). See also Comments of the Computer and Communications Industry Association (filed Dec. 5, 2019) (agreeing with the Commission’s determination (citing *T-Mobile/Sprint-DISH Order* at para. 365) that these modifications will serve the public interest and urging WTB to adopt them in accordance with the procedures in section 316 of the Act).

²⁷ 47 U.S.C. § 316(a)(2), 47 CFR § 1.87(c). RWA inaccurately asserts that because the modifications will modify the DISH licenses by extending the buildout deadlines, the Commission “cannot do so without waiving its build-out rules, and it cannot waive those rules without allowing for public comment.” RWA Protest at 2. The Commission may conduct its proceedings in such manner as will best conduce the proper dispatch of business and to the ends of justice. See 47 U.S.C. § 154(j). Here, the Commission proposed to extend the license expiration dates (and for the 600 MHz licenses, *accelerate* the buildout deadlines) under section 316 of the Act, which sets forth the process for license modifications. RWA itself acknowledges that, under section 316, “the Commission technically will *modify* the DISH licenses . . .” RWA Protest at 2 (emphasis added). However, the Commission did not, under section 316, address DISH’s request for extensions of buildout deadlines. Therefore, RWA’s assertion about allowing public comment on waiver requests is misplaced in the context of its protest, under section 316, against proposed license modifications. We also note that the Commission is not required to seek comment on waiver requests. See 47 CFR § 1.925(c) (“[t]he Commission, in its discretion, may give public notice of the filing of a waiver request and seek comment from the public or affected parties.”). In any event, notice of the pending applications for extension of buildout deadlines was effectively given in the *Consolidation PN*, which was released on August 7, 2019. Hence, RWA had ample opportunity to comment on them prior to the Commission’s adoption of the *T-Mobile/Sprint-DISH Order* more than two months later. Moreover, given that the waivers are associated with DISH’s extension applications, filed pursuant to 47 U.S.C. § 309(c), we also note that such applications are not subject to public notice requirements or petitions to deny. See 47 U.S.C. § 309(c)(2)(D). See also *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10595, 10739, paras. 37, 364.

would be modified by the action.”²⁸ CWA does not claim to meet these requirements, and RWA concedes that its members do not have a right to file a protest under section 316.²⁹ No other protests to the proposed order of modification were filed either by DISH or any other licensee or permittee that believes that its permit or license would be modified by the proposed modifications of DISH’s licenses. Therefore, consistent with the Commission’s determinations and directives to the Bureau in the *T-Mobile/Sprint-DISH Order* and based on the record before us, and in light of T-Mobile’s divestiture of Boost Mobile to DISH, we determine that the public interest, convenience, and necessity will be served by adopting the license modifications as the Commission proposed for all of the reasons that the Commission set forth in the *T-Mobile/Sprint-DISH Order*.³⁰

11. Likewise, in light of DISH’s acquisition of Boost Mobile and the Commission’s public interest findings and conclusions in the *T-Mobile/Sprint-DISH Order*, we waive the applicable buildout requirements pursuant to section 1.925(b)(3)(ii) and extend the construction deadlines for the DISH AWS-4, Lower 700 MHz E Block, and AWS H Block licenses, as directed by the Commission. This relief is subject to the conditions and restrictions imposed in the *T-Mobile/Sprint-DISH Order* and the commitments made by DISH in its July 26, 2019 Commitments Letter (including Attachment A thereto) as modified by the Commission, both of which are hereby incorporated by reference into the instant *Order* and made operative.³¹ We note that to the extent that RWA or CWA disagree with the Commission’s determination that a waiver of DISH’s buildout deadlines is warranted (as a separate issue from the license modifications), such objections had to be addressed to the Commission, either prior to the adoption of the *T-Mobile/Sprint-DISH Order*, or in a timely petition for reconsideration of that *Order*.³² We thus find that RWA and CWA are procedurally barred from raising those issues before us. Alternatively, and as a separate and independent basis, the Bureau finds based on the record before it, including RWA’s and CWA’s objections, that the public interest, convenience, and necessity will be served by granting waivers to extend DISH’s buildout deadlines for all of the reasons set forth by the

²⁸ 47 U.S.C. § 316(a)(2). *See also* 47 CFR § 1.87(c).

²⁹ *See* CWA Protest; RWA Protest at 2.

³⁰ *See T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10739–10745, paras. 364–383; 47 U.S.C. § 316(a)(1). *See also* 47 CFR § 1.87.

³¹ *See, e.g., T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10745–46, para. 386. *See also* Appendix B (DISH July 26, 2019 Commitments Letter including Attach. A thereto).

³² *See* 47 U.S.C. § 405(a) (“After an order, decision, report, or action has been made or taken in any proceeding by the Commission . . . any party thereto . . . may petition for reconsideration only to the authority making or taking the order, decision, report, or action.”).

Commission in the *T-Mobile/Sprint-DISH Order*.³³

12. The following is a summary of the revised license terms and buildout deadlines that involve automatic license termination under section 27.14, and restrictions on the use, sale or lease of licenses.

- For each of DISH's AWS-4, Lower 700 E Block, and AWS H Block licenses,
 - the license term is modified to June 14, 2023;³⁴
 - DISH is obligated to provide 5G Broadband Service over such licenses;³⁵
 - the final buildout deadline is extended to June 14, 2023, for DISH to construct and offer 5G Broadband Service to at least 70% of the population in each EA with respect to each AWS-4 and Lower 700 MHz E Block license, and to at least 75% of the population in each EA with respect to each AWS H Block license; provided however that
 - for AWS-4: if by June 14, 2023, DISH is offering 5G Broadband Service with respect to the AWS-4 licenses to at least 50% of the population of the United States, the final deadline shall be further extended automatically to June 14, 2025, for DISH to construct and offer 5G Broadband Service to at least 70% of the population in each EA with respect to each AWS-4 license;
 - for Lower 700 MHz E Block: if by June 14, 2023, DISH is offering 5G Broadband Service with respect to the Lower 700 MHz E Block licenses to at

³³ In the *T-Mobile/Sprint DISH Order*, the Commission concluded that “upon DISH’s purchase of Boost Mobile, granting the requests for extension of time to complete construction, as conditioned, would serve the public interest, convenience, and necessity.” *T-Mobile/Sprint DISH Order*, 34 FCC Rcd at 10739, para. 365. RWA and CWA did not seek reconsideration of that part of the decision and cannot raise these arguments here. But, in any event, were we to reach the merits of their arguments, we would find them unpersuasive. RWA alleges that DISH’s commitments are “literally nothing more than what AT&T, Sprint, T-Mobile and Verizon already deliver today” and that “[h]ad the Commission simply enforced Dish’s interim build-out requirements for the AWS licenses, Dish would have *already* provided some type of wireless broadband service to at least 40% of the U.S. population by . . . May 2018.” RWA Protest at 6. RWA’s first point is unavailing given that Sprint no longer exists and was not providing 5G to 70% or more of the U.S. population as DISH has committed to do. The second point is irrelevant, given that DISH did not even request the instant extensions until 2019, and incorrect. The consequence under the rules of DISH not meeting its 2018 interim buildout date for its AWS H Block licenses was enforced: the final buildout deadline and expiration date for each license was accelerated by two years. *See* 47 CFR § 27.14(r)(3). CWA states that DISH has not met its prior deployment plans and asserts that DISH’s commitments are “full of loopholes” including “‘unanticipated’ supply chain problems and other factors ‘beyond the company’s control.’” CWA Protest at 5. We disagree. “Unanticipated circumstances do not include anticipated (or reasonably anticipated) supply chain or standards process delays, or Commission action or inaction on requests by DISH.” *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10744, para. 381. Moreover, the final buildout deadline for DISH’s 600 MHz licenses is accelerated by four years, DISH is subject to billions of dollars in monetary payments, automatic license cancellations, reporting requirements, the scrutiny of an independent monitor, and the contempt powers of the federal courts. *See, e.g., id.* at 10744, para. 381.

³⁴ The Commission proposed to extend the terms of these licenses until June 14, 2023, which coincides with the final buildout deadline for these licenses unless DISH meets the contingencies for automatic extensions of the final buildout deadlines until June 14, 2025. *See T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10742, para. 375.

³⁵ *See* DISH July 26, 2019 Commitments Letter and Attach. A. As already noted, “‘5G Broadband Service’ means at least 3GPP Release 15 capable of providing Enhanced Mobile Broadband (eMBB) functionality.” *Id.* Attach A at 7. As also already noted, “‘5G’ is defined as the 5G New Radio interface standard as described in 3GPP Release 15, available at <https://www.3gpp.org/release-15>, or 3GPP Release 16 within 3 years of 3GPP final approval.” *Id.*

least 50% of the population of the United States, the final deadline shall be further extended automatically to June 14, 2025, for DISH to construct and offer 5G Broadband Service to at least 70% of the population in each EA with respect to each Lower 700 MHz E Block license;

- for AWS H Block: if by June 14, 2023, DISH is offering 5G Broadband Service with respect to the AWS H Block licenses to at least 50% of the population of the United States, the final deadline shall be further extended automatically to June 14, 2025, for DISH to construct and offer 5G Broadband Service to at least 75% of the population in each EA with respect to each AWS H Block license.
- For each of DISH's 600 MHz licenses:
 - The license term is unchanged (June 14, 2029), subject to earlier, automatic termination;
 - The interim buildout deadline (June 14, 2023) is removed; and
 - The final buildout deadline is accelerated to June 14, 2025, for DISH to construct and offer 5G Broadband Service to at least 75% of the population in each PEA.
- For each of DISH's AWS-4, Lower 700 E Block, AWS H Block, and 600 MHz licenses,
 - if DISH fails to establish that it meets the final buildout requirement for a particular license area, its authorization for each license area in which it fails to meet the final buildout requirement shall terminate automatically without Commission action, except that Lower 700 MHz E Block licenses terminate automatically for unserved areas, and DISH will be ineligible to regain it if the Commission makes the license available at a later date;³⁶
 - DISH has waived its rights to use these licenses under the Commission's flexible-use policies. Each license is expressly conditioned on DISH building, deploying, and offering 5G Broadband Service. This condition does not preclude DISH from providing IoT as a service in addition to the 5G Broadband Service, but DISH is precluded from relying on IoT (or any other non-5G Broadband Service) operations to satisfy its buildout requirements and commitments.³⁷
- For each of DISH's 600 MHz and AWS-4 licenses, DISH and each license is subject to restrictions on sale or leasing.³⁸

13. Finally, today's waiver and extension grants and license modifications are conditioned on

³⁶ See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10743, para. 378 (noting that DISH remains subject to all of the Commission's enforcement and regulatory powers, including the loss of part of all of its licenses for failing to meet its buildout requirements). See also *id.* n.1314 (noting that under 47 CFR § 27.14(q) and (r), if DISH fails to meet the final construction benchmarks for AWS-4 and AWS H Block licenses, the authorization for each area in which it fails to meet the requirement terminates automatically, and that for the Lower 700 MHz E Block, the licensee keeps the areas of the license that it serves and the remaining unserved areas are returned to the Commission (citing *Wireless Telecommunications Bureau Announces Process for Re-Licensing 700 MHz Spectrum in Unserved Areas*, WT Docket No. 06-150, Public Notice, 34 FCC Rcd 350 (WTB 2019)). See also 47 CFR § 27.14(t) (performance requirements for 600 MHz).

³⁷ See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10740, para. 368, n.1288 (citing DISH July 26, 2019 Commitments Letter at 1–5, Attach. A at 1).

³⁸ See, e.g., DISH July 26, 2019 Commitments Letter at Attach. A at 3 (Restrictions on Sale and Other Commitments).

DISH meeting the conditions, commitments and restrictions adopted or proposed by the Commission in the *T-Mobile/Sprint-DISH Order* including (except as modified by the Commission) as set forth in sections II through VII of Attachment A of the DISH July 26, 2019 Commitments Letter and the definitions contained in section IX of that Attachment and processed or made final herein.³⁹ These commitments include, but are not limited to mandatory monetary payments for failure to meet deployment commitments (that are separate from the final buildout requirements), status reports, and verification metrics. We note that DISH has committed to make significant payments to the U.S. Treasury if it does not meet its deployment commitments. We hereby impose that commitment as a condition of today's waiver/extension grants and license modifications. If DISH fails to meet the conditions of our grants, it must make the payments required.⁴⁰ In addition to mandatory monetary payments (and license cancellations), DISH continues to be subject to all of the Commission's other enforcement and regulatory powers for failing to meet any condition of our grants and modifications today.⁴¹

IV. ORDERING CLAUSES

14. Accordingly, IT IS ORDERED that, pursuant to sections 4(i) and (j), 5(c), 303(b), 303(r), 309, and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), (j), 155(c), 303(b), 303(r), 309, and 310(d), and sections 0.131, 0.201, 0.331, 1.925(b), and 27.14(g), (q), and (r) of the Commission's rules, 47 CFR §§ 0.131, 0.201, 0.331, 1.925(b), and 27.14(g), (q) and (r), the construction requirements for the DISH AWS-4, Lower 700 MHz E Block, and AWS-H Block licenses ARE WAIVED to the extent, and SUBJECT TO the conditions, described in this *Order of Modification and Extension of Time to Construct*.

15. IT IS FURTHER ORDERED that, pursuant to sections 4(i) and (j), 5(c), 303(b), 303(r), 309, 310(d), and 316 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), (j), 155(c), 303(b), 303(r), 309, 310(d), and 316, and sections 0.131, 0.201, 0.331, and 1.87 of the Commission's rules, 47 CFR §§ 0.131, 0.201, 0.331, 1.87, DISH's 600 MHz, AWS-4, Lower 700 MHz E Block, and AWS H Block licenses ARE MODIFIED by accelerating the construction deadline for DISH's 600 MHz licenses (listed in Appendix A hereto) to June 14, 2025, while removing the interim construction deadline for those licenses, and extending the terms of DISH's AWS-4, AWS H Block, and Lower 700 MHz E Block licenses until June 14, 2023, in accordance with this *Order of Modification and Extension of Time to Construct* and SUBJECT TO the conditions described herein including in Appendix B.

16. IT IS FURTHER ORDERED that this *Order of Modification and Extension of Time to Construct* SHALL BE SENT by electronic mail to Jeffrey H. Blum, Senior Vice President, Public Policy & Government Affairs, DISH Network Corporation, at jeffrey.blum@dish.com.

17. IT IS FURTHER ORDERED that the licensing staff of the Wireless Telecommunications Bureau SHALL PROCESS the Applications for Extension of Time to Construct filed by DISH on July 26, 2019, in accordance with this *Order of Modification and Extension of Time to Construct* and with the Commission's rules.

18. IT IS FURTHER ORDERED that, pursuant to sections 4(i) and (j), 303(r), 309, and 316 of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 154(j), 303(r), 309, 316, the Protest of Order of Proposed Modification filed by the Rural Wireless Association, Inc., on December 5, 2019, and the Letter from Debbie Goldman, Telecom. Policy and Research Director, Communications Workers of America, to Donald Stockdale, Chief, Wireless Telecommunications Bureau, filed on

³⁹ See *T-Mobile/Sprint-DISH Order*, 34 FCC Rcd at 10742–45, paras. 376–381.

⁴⁰ See, e.g., *id.* at 10743, para. 378.

⁴¹ See *id.*

December 5, 2019, ARE DISMISSED, or in the alternative, DENIED, for the reasons stated herein.

19. IT IS FURTHER ORDERED that this *Order of Modification and Extension of Time to Construct* WILL BE EFFECTIVE upon release.

20. This action is taken under delegated authority pursuant to sections 0.131, 0.201, and 0.331 of the Commission's Rules, 47 C.F.R. §§ 0.131, 0.201, and 0.331.

FEDERAL COMMUNICATIONS COMMISSION

Donald K. Stockdale, Jr.
Chief, Wireless Telecommunications Bureau

APPENDIX A

ParkerB.com Wireless L.L.C. , licensee of 486 licenses in the 600 MHz Band Service

For each of the 486 licenses (call signs) listed below, the final construction deadline is modified to June 14, 2025, and the interim construction deadline is removed.

WQZM232	WQZM275	WQZM318	WQZM361
WQZM233	WQZM276	WQZM319	WQZM362
WQZM234	WQZM277	WQZM320	WQZM363
WQZM235	WQZM278	WQZM321	WQZM364
WQZM236	WQZM279	WQZM322	WQZM365
WQZM237	WQZM280	WQZM323	WQZM366
WQZM238	WQZM281	WQZM324	WQZM367
WQZM239	WQZM282	WQZM325	WQZM368
WQZM240	WQZM283	WQZM326	WQZM369
WQZM241	WQZM284	WQZM327	WQZM370
WQZM242	WQZM285	WQZM328	WQZM371
WQZM243	WQZM286	WQZM329	WQZM372
WQZM244	WQZM287	WQZM330	WQZM373
WQZM245	WQZM288	WQZM331	WQZM374
WQZM246	WQZM289	WQZM332	WQZM375
WQZM247	WQZM290	WQZM333	WQZM376
WQZM248	WQZM291	WQZM334	WQZM377
WQZM249	WQZM292	WQZM335	WQZM378
WQZM250	WQZM293	WQZM336	WQZM379
WQZM251	WQZM294	WQZM337	WQZM380
WQZM252	WQZM295	WQZM338	WQZM381
WQZM253	WQZM296	WQZM339	WQZM382
WQZM254	WQZM297	WQZM340	WQZM383
WQZM255	WQZM298	WQZM341	WQZM384
WQZM256	WQZM299	WQZM342	WQZM385
WQZM257	WQZM300	WQZM343	WQZM386
WQZM258	WQZM301	WQZM344	WQZM387
WQZM259	WQZM302	WQZM345	WQZM388
WQZM260	WQZM303	WQZM346	WQZM389
WQZM261	WQZM304	WQZM347	WQZM390
WQZM262	WQZM305	WQZM348	WQZM391
WQZM263	WQZM306	WQZM349	WQZM392
WQZM264	WQZM307	WQZM350	WQZM393
WQZM265	WQZM308	WQZM351	WQZM394
WQZM266	WQZM309	WQZM352	WQZM395
WQZM267	WQZM310	WQZM353	WQZM396
WQZM268	WQZM311	WQZM354	WQZM397
WQZM269	WQZM312	WQZM355	WQZM398
WQZM270	WQZM313	WQZM356	WQZM399
WQZM271	WQZM314	WQZM357	WQZM400
WQZM272	WQZM315	WQZM358	WQZM401
WQZM273	WQZM316	WQZM359	WQZM402
WQZM274	WQZM317	WQZM360	WQZM403

WQZM404	WQZM455	WQZM506	WQZM557
WQZM405	WQZM456	WQZM507	WQZM558
WQZM406	WQZM457	WQZM508	WQZM559
WQZM407	WQZM458	WQZM509	WQZM560
WQZM408	WQZM459	WQZM510	WQZM561
WQZM409	WQZM460	WQZM511	WQZM562
WQZM410	WQZM461	WQZM512	WQZM563
WQZM411	WQZM462	WQZM513	WQZM564
WQZM412	WQZM463	WQZM514	WQZM565
WQZM413	WQZM464	WQZM515	WQZM566
WQZM414	WQZM465	WQZM516	WQZM567
WQZM415	WQZM466	WQZM517	WQZM568
WQZM416	WQZM467	WQZM518	WQZM569
WQZM417	WQZM468	WQZM519	WQZM570
WQZM418	WQZM469	WQZM520	WQZM571
WQZM419	WQZM470	WQZM521	WQZM572
WQZM420	WQZM471	WQZM522	WQZM573
WQZM421	WQZM472	WQZM523	WQZM574
WQZM422	WQZM473	WQZM524	WQZM575
WQZM423	WQZM474	WQZM525	WQZM576
WQZM424	WQZM475	WQZM526	WQZM577
WQZM425	WQZM476	WQZM527	WQZM578
WQZM426	WQZM477	WQZM528	WQZM579
WQZM427	WQZM478	WQZM529	WQZM580
WQZM428	WQZM479	WQZM530	WQZM581
WQZM429	WQZM480	WQZM531	WQZM582
WQZM430	WQZM481	WQZM532	WQZM583
WQZM431	WQZM482	WQZM533	WQZM584
WQZM432	WQZM483	WQZM534	WQZM585
WQZM433	WQZM484	WQZM535	WQZM586
WQZM434	WQZM485	WQZM536	WQZM587
WQZM435	WQZM486	WQZM537	WQZM588
WQZM436	WQZM487	WQZM538	WQZM589
WQZM437	WQZM488	WQZM539	WQZM590
WQZM438	WQZM489	WQZM540	WQZM591
WQZM439	WQZM490	WQZM541	WQZM592
WQZM440	WQZM491	WQZM542	WQZM593
WQZM441	WQZM492	WQZM543	WQZM594
WQZM442	WQZM493	WQZM544	WQZM595
WQZM443	WQZM494	WQZM545	WQZM596
WQZM444	WQZM495	WQZM546	WQZM597
WQZM445	WQZM496	WQZM547	WQZM598
WQZM446	WQZM497	WQZM548	WQZM599
WQZM447	WQZM498	WQZM549	WQZM600
WQZM448	WQZM499	WQZM550	WQZM601
WQZM449	WQZM500	WQZM551	WQZM602
WQZM450	WQZM501	WQZM552	WQZM603
WQZM451	WQZM502	WQZM553	WQZM604
WQZM452	WQZM503	WQZM554	WQZM605
WQZM453	WQZM504	WQZM555	WQZM606
WQZM454	WQZM505	WQZM556	WQZM607

WQZM608	WQZM659	WQZM710
WQZM609	WQZM660	WQZM711
WQZM610	WQZM661	WQZM712
WQZM611	WQZM662	WQZM713
WQZM612	WQZM663	WQZM714
WQZM613	WQZM664	WQZM715
WQZM614	WQZM665	WQZM716
WQZM615	WQZM666	WQZM717
WQZM616	WQZM667	
WQZM617	WQZM668	
WQZM618	WQZM669	
WQZM619	WQZM670	
WQZM620	WQZM671	
WQZM621	WQZM672	
WQZM622	WQZM673	
WQZM623	WQZM674	
WQZM624	WQZM675	
WQZM625	WQZM676	
WQZM626	WQZM677	
WQZM627	WQZM678	
WQZM628	WQZM679	
WQZM629	WQZM680	
WQZM630	WQZM681	
WQZM631	WQZM682	
WQZM632	WQZM683	
WQZM633	WQZM684	
WQZM634	WQZM685	
WQZM635	WQZM686	
WQZM636	WQZM687	
WQZM637	WQZM688	
WQZM638	WQZM689	
WQZM639	WQZM690	
WQZM640	WQZM691	
WQZM641	WQZM692	
WQZM642	WQZM693	
WQZM643	WQZM694	
WQZM644	WQZM695	
WQZM645	WQZM696	
WQZM646	WQZM697	
WQZM647	WQZM698	
WQZM648	WQZM699	
WQZM649	WQZM700	
WQZM650	WQZM701	
WQZM651	WQZM702	
WQZM652	WQZM703	
WQZM653	WQZM704	
WQZM654	WQZM705	
WQZM655	WQZM706	
WQZM656	WQZM707	
WQZM657	WQZM708	
WQZM658	WQZM709	

APPENDIX B

DISH Buildout Commitments



*Jeffrey H. Blum
Senior Vice President, Public Policy &
Government Affairs
Jeffrey.Blum@dish.com
(202) 463-3703*

July 26, 2019

VIA ULS

Donald Stockdale
Chief, Wireless Telecommunications Bureau
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: DBSD Corporation, AWS-4, Lead Call Sign T070272001; Gamma Acquisition L.L.C., AWS-4, Lead Call Sign T060430001; Manifest Wireless L.L.C., Lower 700 MHz E Block, Lead Call Sign WQJY944; American H Block Wireless L.L.C., H Block, Lead Call Sign WQTX200; ParkerB.com Wireless L.L.C., 600 MHz, Lead Call Sign WQZM232

Dear Mr. Stockdale:

The Commission has called on government and industry to work together to promote American leadership in 5G. We share the Commission's 5G goals. DISH has a long history as a market disruptor and low-cost provider, particularly for customers in rural America. In the 1990s, we introduced competition against cable providers by offering disruptive pricing and packaging and innovative consumer technology, which helped us quickly gain market share. In 2015, DISH launched the first live-streaming over-the-top service, Sling TV. Sling TV has been a market leader, providing consumer choice and additional competition in the pay-TV market. As we have described previously, DISH plans to enter the wireless market as a new nationwide facilities-based provider.¹ We believe our deployment will promote U.S. leadership in 5G through an American company with a proven track record of disrupting the communications industry.

We also see a path to accelerate DISH's competitive entry into the wireless market. In addition to our anticipated acquisition of Boost Mobile and other assets, the modified deadlines, commitments, and conditions set forth in Attachment A align our deployment plans with the

¹ See DBSD Services Limited, Gamma Acquisition L.L.C., and Manifest Wireless L.L.C.'s Consolidated Interim Construction Notification for AWS-4 and Lower 700 MHz E Block Licenses, ULS Lead File No. 0007690535 (Mar. 7, 2017); American H Block Wireless L.L.C. Interim Construction Notification for H Block Licenses, ULS Lead File No. 0008210492 (May 14, 2018); Letter from Jeffrey H. Blum, Senior Vice President, Public Policy & Government Affairs, DISH Network Corporation, to Donald Stockdale, Chief, Wireless Telecommunications Bureau, attached to license record for AWS-4 call sign T070272001 (Sept. 21, 2018).

expected finalization of 5G standards and equipment, and will facilitate and expedite DISH's entry into the wireless market as a nationwide facilities-based competitor.

DISH therefore requests that the Commission extend the construction deadlines associated with its AWS-4, 700 MHz E Block, and AWS H Block licenses as enumerated in Section I (C), (E), and (G) of Attachment A, pursuant to its authority under 47 U.S.C. § 308.² As conditions of the grant of the requested extensions, DISH is willing to accept the terms of Attachment A, including the significant voluntary contributions (up to \$2.2 billion) and potential license forfeitures for failure to meet certain commitments. DISH will also consent to the Commission including a "5G Broadband Service"³ obligation as a special condition of its 600 MHz, AWS-4, 700 MHz E Block, and AWS H Block licenses. Further, DISH will consent to the sale and leasing restrictions described in Attachment A for its 600 MHz and AWS-4 spectrum licenses.

Grant of the requested extensions and adopting the terms set out in Attachment A will promote the Commission's public interest objectives by enabling and accelerating DISH's facilities-based wireless deployment. DISH's entry will pressure incumbent carriers to expand their own 5G plans and inject disruptive pricing and packaging in the wireless market, all to the benefit of the American public. In addition, the modified deadlines reflected in Attachment A will align DISH's construction milestones with our deployment goals, leading to a more efficient network build.

These commitments will ensure that (1) DISH's nationwide 5G deployment meets certain specifications; (2) DISH deploys a 5G Broadband Service on its AWS-4, 700 MHz E Block, and AWS H Block spectrum licenses on an aggressive schedule; (3) DISH deploys a 5G Broadband Service on its 600 MHz spectrum licenses on an accelerated timeline; and (4) DISH adheres to certain restrictions on its ability to sell or lease network capacity on its AWS-4 and 600 MHz spectrum. These commitments will be enforced through strong verification measures, including significant voluntary contributions and potential license forfeitures for missed commitments. Moreover, aligning the milestones for DISH's spectrum bands is in the public interest because doing so will enable DISH to deploy its spectrum at the same time to provide a better overall 5G service, at lower cost, and on a more efficient deployment schedule.

Nationwide 5G Broadband Commitment

DISH plans to deploy a first-of-its-kind 5G network built from the ground up with an architecture that can take full advantage of expected 5G functionality. In furtherance of this goal, DISH will commit to concrete milestones related to its 5G deployment. In particular, DISH

² DISH recognizes that some of the terms of Attachment A may require modifications under 47 U.S.C. § 316. If the requested extensions are granted, DISH will not protest the modifications the Commission makes to its licenses in order to effectuate the terms of Attachment A.

³ "5G Broadband Service" is defined as at least 3GPP Release 15 capable of providing Enhanced Mobile Broadband (eMBB) functionality.

will commit that by **June 14, 2023**, it will deploy a nationwide 5G network using DISH's spectrum with:

- At least 70% of the U.S. population having access to download speeds equal to or greater than 35 Mbps, as verified by a drive test;
- At least 15,000 5G sites deployed; and
- At least 30 MHz of DISH's downlink 5G spectrum averaged over all DISH 5G sites deployed nationwide.

By meeting these commitments, DISH will become a nationwide facilities-based wireless competitor deploying next-generation technology to benefit the public and U.S. leadership in 5G.

Commitment to Deploy 5G Broadband Service on AWS-4, 700 MHz E Block, and AWS H Block Spectrum Licenses

DISH's AWS-4, 700 MHz E Block, and AWS H Block spectrum licenses are currently subject to construction deadlines of March 7, 2020 (for AWS-4 and 700 MHz E Block) and April 29, 2022 (for AWS H Block). Absent the conditions DISH is prepared to accept if granted the requested extensions, the licenses would be subject to the Commission's "flexible use" policies, which allow licensees to deploy any lawful technology to meet their construction milestones. To promote the Commission's broadband deployment goals and further U.S. leadership in 5G, DISH will voluntarily waive its flexible use rights, and commit to deploy 5G Broadband Service using its AWS-4, 700 MHz E Block, and AWS H Block spectrum licenses. Specifically, DISH will consent to include a 5G Broadband Service obligation as a special condition of each such license.

DISH will further commit to deploy 5G Broadband Service by the following deadlines:

- **DISH 5G Broadband Service to At Least 20% of U.S. Population by 2022:**
With respect to the AWS-4, 700 MHz E Block and AWS H Block licenses, DISH commits to offer 5G Broadband Service to at least 20% of the U.S. population and to have deployed a core network no later than June 14, 2022.
- **DISH 5G Broadband Service to At Least 70% of U.S. Population by 2023:**
With respect to the AWS-4, 700 MHz E Block and AWS H Block licenses, DISH commits to offer 5G Broadband Service to at least 70% of the U.S. population no later than June 14, 2023.

Commitment to Deploy 5G Broadband Service on 600 MHz Spectrum Licenses on an Accelerated Timeline

As a successful participant in the broadcast incentive auction, DISH holds 486 licenses in the 600 MHz band, with at least one license in each of the 416 Partial Economic Areas (PEAs) in the U.S. The 600 MHz spectrum licenses are subject to the Commission's flexible use policies, and have construction deadlines that do not come due until June 14, 2027 (interim construction milestone) and June 14, 2029 (final construction milestone). DISH will commit to deploy 5G

Broadband Service on each of its 600 MHz licenses four years earlier than required by the Commission's rules, and will consent to including a 5G Broadband Service obligation as a special condition of the licenses if granted the requested construction deadline extensions. Specifically, DISH will commit to meet the following accelerated deadlines:

- Using the 600 MHz licenses, offer 5G Broadband Service to at least 70% of the U.S. population no later than June 14, 2023.
- Using the 600 MHz licenses, offer 5G Broadband Service to at least 75% of the population in each PEA no later than June 14, 2025.

Through this substantial acceleration of the 600 MHz construction deadlines, DISH will put important low-band spectrum to use far sooner than originally required to offer 5G Broadband Service in all PEAs nationwide, to the benefit of Americans living in all parts of the country.

Restrictions on Sale of Licenses and Leasing Capacity

In furtherance of DISH's goals to provide both competitive retail and wholesale wireless services, DISH will consent not to sell its AWS-4 and 600 MHz spectrum for six years without prior DOJ and FCC approval. DISH will also consent, for six years, not to lease, directly or indirectly, to any of the three largest wireless providers, or any combination thereof, traffic accounting for more than 35% of the network capacity on its 5G network without prior FCC approval. These restrictions will become effective on the date of an FCC order effectuating Attachment A. Such terms ensure that key spectrum assets remain in DISH's hands to support DISH's deployment. Further, they demonstrate DISH's commitment to entering the market, becoming a viable competitor, and remaining a nationwide wireless carrier for the long term.

Verification and Enforcement

The commitments described above and enumerated in Attachment A will align DISH's deployment plans with the availability of 5G standards and the associated ecosystem, while accelerating our transformation to a next-generation communications company. DISH retains powerful business incentives to meet these obligations on time. But, to demonstrate our commitment to these terms, DISH will consent to rigorous verification and enforcement procedures, with severe financial contributions and potential license forfeitures for failure to meet the commitments.

Among other provisions, DISH will be required to file detailed status reports with the Commission, above and beyond what is required of licensees today. DISH will also be subject to verification using drive tests to ensure download speeds comply with the 35 Mbps metric, and will be required to submit to the Commission a number of detailed coverage maps and related data to demonstrate compliance with the June 2023 milestones.

Failure by DISH to meet these commitments will subject the company to up to \$2.2 billion in voluntary contributions and potential license forfeitures, with the contributions calculated separately for each commitment that is not met. For example, DISH's voluntary

contribution for failing to meet its 2022 commitments with respect to its AWS-4, 700 MHz E Block, and AWS H Block licenses will be calculated cumulatively by band, for a maximum voluntary contribution of \$200,000,000. DISH will also be subject to voluntary contributions if it fails to meet the 2023 Nationwide 5G Broadband commitment, based on the single highest missed percentage of any missed element. This contribution will be calculated by multiplying each percentage missed, rounded up to the nearest decimal, by \$10,000,000, for a maximum voluntary contribution of \$1 billion. In the event that DISH fails to meet the 2023 milestones related to its AWS-4, 700 MHz E Block, and AWS H Block licenses, the voluntary contributions will be calculated based on the missed percentage, with maximum voluntary contributions ranging from \$200,000,000 to \$600,000,000 per band.

This verification and enforcement structure provides powerful additional incentives for DISH to meet its 5G commitments, which substantially advance the public interest.

* * *

The framework set out in Attachment A will facilitate and accelerate DISH's entry as a new nationwide facilities-based wireless provider, promote competition, and help ensure America's leadership in 5G, all to the benefit of American consumers and industry. For these reasons, among others, DISH and its wireless license-holding subsidiaries⁴ hereby request, pursuant to the Commission's authority under 47 U.S.C. § 308, the construction deadline extensions set forth in Section I (C), (E), and (G) of Attachment A. We are willing to accept the conditions as set forth in Attachment A to the grant of our request for extensions of the construction deadlines. We recognize that some of the conditions may require modification of our licenses under 47 U.S.C. § 316 and we do not object to those modifications.

/s/ Jeffrey H. Blum

Jeffrey H. Blum

Enclosure (Attachment A)

cc: David Lawrence

⁴ DISH's wireless licenses are held in indirect, wholly-owned subsidiaries as follows: ParkerB.com Wireless L.L.C. (holder of licenses in the 600 MHz band); Gamma Acquisition L.L.C. (holder of licenses in the AWS-4 band); DBSD Corporation (holder of licenses in the AWS-4 band); American H Block Wireless L.L.C. (holder of licenses in the AWS H Block); and Manifest Wireless L.L.C. (holder of licenses in the Lower 700 MHz E Block).

ATTACHMENT A**DISH NETWORK 5G BUILDOUT COMMITMENTS AND RELATED PENALTIES****I. LICENSE MODIFICATIONS/EXTENSIONS**

- (A) DISH's existing Final 600 MHz Construction Milestone is accelerated to **6/14/2025**.
- (B) DISH's existing Interim 600 MHz Construction Milestone is suspended.
- (C) DISH's existing Final AWS-4 Construction Milestone is extended to **6/14/2023**.
- (D) DISH's AWS-4 Licenses are extended from **3/7/2023** to **6/14/2023**.
- (E) DISH's existing Final 700 MHz E Block Construction Milestone is extended to **6/14/2023**.
- (F) DISH's Lower 700 MHz E Block Licenses are extended from **3/7/2020** to **6/14/2023**.
- (G) DISH's existing Final AWS H Block Construction Milestone is extended to **6/14/2023**.
- (H) DISH's AWS H Block Licenses are extended from **4/29/2022** to **6/14/2023**.

II. WAIVER OF FLEXIBLE USE RIGHTS

With respect to the 600 MHz Licenses, the AWS-4 Licenses, the 700 MHz E Block Licenses, and the AWS H Block Licenses, DISH voluntarily waives its right to use the licenses under the FCC's "flexible use" policies. Specifically, DISH voluntarily consents to the FCC conditioning each of the 600 MHz Licenses, the AWS-4 Licenses, the 700 MHz E Block Licenses, and the AWS H Block Licenses to include a 5G Broadband Service obligation as a special condition of the licenses.

III. 5G BUILDOUT COMMITMENTS**Nationwide 5G Deployment Commitment:**

DISH commits that by **6/14/2023**, DISH will deploy a nationwide 5G network using DISH's spectrum with:

- (A) At least 70% of the U.S. population having access to download speeds equal to or greater than 35 Mbps, as verified by a drive test;¹

¹ DISH will fund the drive tests to commence after June 14, 2023. The drive tests will utilize devices and an industry-standard methodology mutually agreed to by DISH and the Federal Communications Commission's Wireless Telecommunications Bureau (the "Bureau") within 180 days. The parties agree to revisit the methodology at least 3 months before the drive tests begin. The goal of the testing is to reflect the actual user experience under ordinary utilization and compare them to the stated speed commitment. The drive testing will involve oversight by an independent third party, but may be conducted by DISH personnel. The drive

(B) At least 15,000 5G Sites deployed; and

(C) At least 30 MHz of DISH's downlink 5G spectrum averaged over all DISH 5G Sites deployed nationwide (in the event that DISH has more than 15,000 5G Sites, DISH may choose the 15,000 sites that will be used to calculate its compliance with this commitment).

Band-Specific 5G Deployment Commitments:

Commitment #1: With respect to the 600 MHz Licenses, DISH commits to offer 5G Broadband Service to at least **70%** of the U.S. population and to have deployed a core network no later than **6/14/2023**.

Commitment #2: With respect to the 600 MHz Licenses, DISH commits to offer 5G Broadband Service to at least **75%** of the population in each PEA no later than **6/14/2025**.

Commitment #3: With respect to the AWS-4 Licenses, DISH commits to offer 5G Broadband Service to at least **20%** of the U.S. population and to have deployed a core network no later than **6/14/2022**.

Commitment #4: With respect to the AWS-4 Licenses, DISH commits to offer 5G Broadband Service to at least **70%** of the U.S. population no later than **6/14/2023**.

Commitment #5: With respect to the Lower 700 MHz E Block Licenses, DISH commits to offer 5G Broadband Service to at least **20%** of the U.S. population who are covered by DISH's Lower 700 MHz E Block Licenses and to have deployed a core network no later than **6/14/2022**.

Commitment #6: With respect to the Lower 700 MHz E Block Licenses, DISH commits to offer 5G Broadband Service to at least **70%** of the U.S. population who are covered by DISH's Lower 700 MHz E Block Licenses no later than **6/14/2023**.

Commitment #7: With respect to the AWS H Block Licenses, DISH commits to offer 5G Broadband Service to at least **20%** of the U.S. population and to have deployed a core network no later than **6/14/2022**.

Commitment #8: With respect to the AWS H Block Licenses, DISH commits to offer 5G Broadband Service to at least **70%** of the U.S. population no later than **6/14/2023**.

testing will commence at the final commitment deadlines and will be completed within six (6) months thereafter. Only DISH 5G subscriber traffic using DISH's spectrum routed through the DISH core network may satisfy DISH's coverage and speed requirements.

IV. RESTRICTIONS ON SALE AND OTHER COMMITMENTS

- (A) DISH agrees not to sell its 600 MHz Licenses for a period of six years without prior FCC and DOJ approval (unless such sale is part of DISH selling itself; in that case, the purchaser shall be subject to the commitments and penalties herein unless the FCC and DOJ decide otherwise). For purposes of this commitment, to “sell” means (i) to transfer, assign, or dispose of the 600 MHz Licenses in any manner, either directly or indirectly; (ii) to transfer control of an entity holding the 600 MHz Licenses; or (iii) to enter into a lease arrangement or any other arrangement that results in the transfer of *de jure* or *de facto* control of the 600 MHz Licenses.
- (B) For a period of six years, DISH agrees not to provide, in any Partial Economic Area for its 600 MHz Licenses, in any rolling 12-month period (as determined at the end of every calendar quarter), directly or indirectly, via its 5G network, to any of the three largest wireless providers, or any combination thereof, traffic accounting for more than 35% of the network capacity on its 5G network, without prior FCC approval.
- (C) DISH agrees not to sell its AWS-4 Licenses for a period of six years without prior FCC and DOJ approval (unless such sale is part of DISH selling itself; in that case, the purchaser shall be subject to the commitments and penalties herein unless the FCC and DOJ decide otherwise). For purposes of this commitment, “sell” mean (i) to transfer, assign, or dispose of the AWS-4 Licenses in any manner, either directly or indirectly; (ii) to transfer control of an entity holding the AWS-4 Licenses; or (iii) to enter into a lease arrangement or any other arrangement that results in the transfer of *de jure* or *de facto* control of the AWS-4 Licenses.
- (D) For a period of six years, DISH agrees not to provide, in any Economic Area for its AWS-4 Licenses, in any rolling 12-month period (as determined at the end of every calendar quarter), directly or indirectly, via its 5G network, to any of the three largest wireless providers, or any combination thereof, traffic accounting for more than 35% of the network capacity on its 5G network, without prior FCC approval.

V. CONTINGENT EXTENSIONS

- (A) If DISH is offering 5G Broadband Service with respect to the AWS-4 Licenses to less than **50%** of the U.S. population by **6/14/2023**, DISH’s AWS-4 Licenses are subject to automatic termination in any EA where DISH is offering 5G Broadband Service with respect to the AWS-4 Licenses to less than **70%** of the population in such EA. If DISH is offering 5G Broadband Service with respect to the AWS-4 Licenses to greater than **50%** of the U.S. population by **6/14/2023**, then DISH’s Final AWS-4 Construction Milestone shall be automatically extended to **6/14/2025**.
- (B) If DISH is offering 5G Broadband Service with respect to the Lower 700 MHz E Block Licenses to less than **50%** of the total U.S. population covered by DISH’s Lower 700 MHz E Block Licenses by **6/14/2023**, then DISH’s Lower 700 MHz E Block Licenses are subject to automatic termination in any EA where DISH is offering 5G Broadband Service with respect to the Lower 700 MHz E Block Licenses to less than **70%** of the population in such EA. If DISH is offering 5G Broadband Service with respect to the Lower 700 MHz E Block Licenses to greater than **50%** of the total U.S. population covered by DISH’s Lower 700 MHz E Block

Licenses by **6/14/2023**, then DISH's Final 700 MHz E Block Construction Milestone shall be automatically extended to **6/14/2025**.

- (C) If DISH is offering 5G Broadband Service with respect to the AWS H Block Licenses to less than **50%** of the U.S. population by **6/14/2023**, DISH's AWS H Block Licenses are subject to automatic termination in any EA where DISH is offering 5G Broadband Service with respect to the AWS H Block Licenses to less than **75%** of the population in such EA. If DISH is offering 5G Broadband Service with respect to the AWS H Block Licenses to greater than **50%** of the U.S. population by **6/14/2023**, then DISH's Final H Block Construction Milestone shall be automatically extended to **6/14/2025**.

VI. STATUS REPORTS

Within 30 days of the date of each commitment set forth in Section III, DISH shall file with the Bureau a report that includes information concerning the status of DISH's efforts to meet the terms of the commitments. *See* 47 C.F.R. § 27.14(l). The status report shall include the following information for each commitment:

- (A) Polygon shapefiles showing DISH's 5G Coverage Area for the applicable commitment;
- (B) A statement quantifying the U.S. Population covered by DISH's 5G Coverage Area as of the applicable commitment deadline;
- (C) A list of 5G Sites (including information identifying individual sites, *e.g.*, latitude and longitude), spectrum deployed by band per sector, and antenna details; and
- (D) A certification from a DISH engineering executive that the representations in the shapefiles, population coverage numbers, and site and spectrum deployment numbers are true and correct.

VII. ENFORCEMENT

In the event that the Bureau determines that DISH has failed to meet any of the commitments related to nationwide 5G deployment and/or its AWS-4, 700 MHz and H Block holdings, DISH will make a voluntary contribution to the U.S. Treasury in the manner directed by the Bureau within 60 days of such determination of up to a total of \$2.2 billion.²

² The total contribution could be as high as \$2.2 billion, calculated as \$200 million for the Interim Commitments, plus \$1 billion for the Nationwide 5G Deployment Commitment, plus \$600 million for Commitment #4, plus \$200 million for Commitment #6, plus \$200 million for Commitment #8. For the avoidance of doubt, license termination or forfeiture, if applicable, may impose additional costs and obligations over and above the \$2.2 billion in contributions pursuant to this section.

Interim Commitments:

In the event that the Bureau determines that DISH has failed to meet Commitment #3, Commitment #5, or Commitment #7, the applicable voluntary contribution shall be calculated as follows for each commitment that is not met, cumulative by band:

Missed Population Percentage	Voluntary Contribution
>0-25%	\$16,000,000
>25-50%	\$32,000,000
>50-75%	\$48,000,000
>75-100%	\$66,000,000

In the event DISH fails to deploy a core network by 6/14/22, DISH shall pay a voluntary contribution of \$200,000,000, regardless of shortfalls in the population coverage commitment. However, the maximum voluntary contribution for all failures to meet Commitments #3, #5, or #7 shall not exceed \$200,000,000.

Final Nationwide 5G Deployment Commitment:

In the event the Bureau determines that DISH has failed to meet the Nationwide 5G Deployment Commitment (see Section III), the applicable voluntary contribution for missing that commitment shall be calculated as follows:

- (A) The Bureau shall determine the percentage by which DISH has fallen short under each element. The voluntary contribution will be based on the single highest missed percentage of any missed element.
- (B) The following contribution scale will apply: the applicable voluntary contribution shall be calculated by multiplying each percentage missed, rounded to the nearest decimal, by \$10,000,000. For example, if DISH deploys only 7,500 5G Sites (thus missing the applicable buildout element by 50%), and if 50% is the highest percentage missed of any element, DISH's voluntary contribution would be \$500,000,000. The maximum possible total voluntary contribution for the Nationwide 5G Deployment Commitment would be \$1 billion.

Final Band-Specific 5G Deployment Commitments:

In the event that the Bureau determines that DISH has failed to meet Commitment #4 (AWS-4), the applicable voluntary contribution shall be calculated by multiplying each percentage missed, rounded to the nearest decimal by \$6,000,000. For example, if DISH offers 5G Broadband Service to 63% of the U.S. Population (thus, missing the applicable buildout by 10%),³ DISH's voluntary contribution would be \$60,000,000, corresponding to a 10% miss, times \$6,000,000. The maximum possible voluntary

³ If there is a commitment to serve 70% of the U.S. Population (218,992,544 out of 312,846,492), and DISH is able to serve only 197,093,290 (63% of the U.S. Population), the company would fall short by 21,899,254, which would be a percentage missed of 10% ($21,899,254 / 218,992,544 \times 100 = 10\%$).

contribution for covering zero percent of the U.S. Population for Commitment #4 would be \$600,000,000.

In the event that the Bureau determines that DISH has failed to meet Commitment #6 (Lower 700 MHz E Block), the applicable voluntary contribution shall be calculated by multiplying each percentage missed, rounded to the nearest decimal by \$2,000,000. For example, if DISH offers 5G Broadband Service to 63% of the U.S. Population (thus, missing the applicable buildout by 10%), DISH's voluntary contribution would be \$20,000,000, corresponding to a 10% miss, times \$2,000,000. The maximum possible voluntary contribution for covering zero percent of the U.S. Population for Commitment #6 would be \$200,000,000.

In the event that the Bureau determines that DISH has failed to meet Commitment #8 (AWS H Block), the applicable voluntary contribution shall be calculated by multiplying each percentage missed, rounded to the nearest decimal by \$2,000,000. For example, if DISH offers 5G Broadband Service to 63% of the U.S. Population (thus, missing the applicable buildout by 10%), DISH's voluntary contribution would be \$20,000,000, corresponding to a 10% miss, times \$2,000,000. The maximum possible voluntary contribution for covering zero percent of the U.S. Population for Commitment #8 would be \$200,000,000.

Verification Metrics:

- (A) Within six months of June 14, 2023, DISH will submit to the Bureau a report that will include:
 - a. Drive test results;⁴
 - b. Polygon shapefiles showing DISH's 5G Coverage Area as of June 14, 2023;
 - c. A statement quantifying the U.S. Population covered by DISH's 5G Coverage Area as of June 14, 2023;
 - d. A list of 5G Sites (including information identifying individual sites, *e.g.*, latitude and longitude), spectrum deployed by band per sector, and antenna details; and
 - e. A certification from a DISH engineering executive that the representations in the shapefiles, population coverage numbers, site and spectrum deployment numbers, and speeds are true and correct.
- (B) In making a determination regarding DISH's compliance with any of the commitments, the Bureau shall take into account and, in its reasonable discretion, appropriately reduce the metric, extend the deadline or reduce the contribution amount associated with commitments missed due to unanticipated circumstances beyond the company's control (*e.g.*, 600 MHz broadcaster transition for 600 MHz spectrum,⁵ acts of God, such as fire, flood, earthquake, or other natural disasters; terrorist events, riots, insurrections, war, strikes or national emergencies; law or order of any government body; or significant interruptions in the supply chain). For clarity, "unanticipated circumstances" would not include anticipated supply chain or standards process

⁴ See Note 1.

⁵ A delay in the relocation in a particular PEA will result in a commensurate extension of the deadline for that market. For example, if the broadcaster relocation is delayed by 3 months in a PEA, the final buildout deadline for that PEA will be extended by 3 months.

delays, or Commission action or inaction on requests by DISH to waive or change regulatory requirements.

VIII. EFFECTIVE DATE

The existing Final AWS-4 Construction Milestone, the existing Final 700 MHz E Block Construction Milestone, and the existing March 7, 2020 expiration of the Lower 700 MHz E Block Licenses shall be tolled, effective upon the date of a release of an Order adopting these 5G Buildout Commitments and Related Penalties, until the earliest of the following: (1) Sprint and T-Mobile cease to have a pending agreement to merge; (2) a final judgment blocking the merger from any Federal U.S. District Court; (3) or any other circumstance or event that effectively eliminates the ability of Sprint and T-Mobile to effectuate their merger agreement.

IX. DEFINITIONS

“**5G**” is defined as the 5G New Radio air interface standard as described in 3GPP Release 15, *available at <https://www.3gpp.org/release-15>*, or 3GPP Release 16 within 3 years of 3GPP final approval.

“**5G Broadband Service**” means at least 3GPP Release 15 capable of providing Enhanced Mobile Broadband (eMBB) functionality.

“**5G Coverage Area**” is defined as that area included within the bounds of the polygon shapefile representing geographic coverage for 5G service with coverage based on DISH’s ordinary course coverage analysis.

“**5G Sites**” is defined as macro sites on which 5G radios are deployed.

“**5G Spectrum**” is defined as dedicated licensed spectrum used for 5G radios.

“**600 MHz Licenses**” means all authorizations in the 600 MHz band (ULS Service Code WT) licensed to ParkerB.com Wireless L.L.C.

“**Access**” to specified speeds means that users of DISH-Certified 5G Devices will experience the specified download speeds on average (mean) across actual utilization.

“**AWS-4 Licenses**” means all authorizations in the AWS-4 band (ULS Service Code AD) licensed to Gamma Acquisition L.L.C and DBSD Corporation.

“**AWS H Block Licenses**” means all authorizations in the AWS H Block (ULS Service Code AH) licensed to American H Block Wireless L.L.C.

“**DISH-Certified 5G Device**” means a device that DISH has certified as compatible with its 5G network (it is anticipated that all 5G devices available from DISH will be DISH-Certified 5G Devices).

“**Final 600 MHz Construction Milestone**” means 47 C.F.R. § 27.14(t)(2).

“**Final 700 MHz E Block Construction Milestone**” means 47 C.F.R. § 27.14(g)(2) as subsequently waived by the Commission. *See Promoting Interoperability in the 700 MHz Commercial Spectrum, Report and Order and Order of Proposed Modification*, 28 FCC Rcd. 15122, 15148 ¶¶ 56-57 (2013).

“Final AWS-4 Construction Milestone” means 47 C.F.R. § 27.14(q)(2), as subsequently waived by the Commission. See DISH Network Corporation, Petition for Waiver of Sections 27.5(j) and 27.53(h)(2)(ii) of the Commission’s Rules and Request for Extension of Time, *Memorandum Opinion and Order*, 28 FCC Rcd. 16787, 16787-78 ¶ 1, 16804-05 ¶ 43 (2013).

“Final H Block Construction Milestone” means 47 C.F.R. § 27.14(r)(2).

“Interim 600 MHz Construction Milestone” means 47 C.F.R. § 27.14(t)(1).

“Lower 700 MHz E Block Licenses” means all authorizations in the Lower 700 MHz E Block (ULS Service Code WY) licensed to Manifest Wireless L.L.C.

“U.S. Population” is defined as the population of the United States (including the 50 states, Puerto Rico and the U.S. territories) reported in either the 2010 U.S. Census (312,846,492) or the 2020 U.S. Census (which is expected to be reported in 2021). In its sole discretion, DISH may choose whether to utilize the 2010 or 2020 versions of the U.S. Census in calculating its compliance with its commitments, but DISH must apply the same population total and population distributions to all calculations uniformly.